

Proposed Amendments to AAE Constitution

The AAE Constitution and Bylaws Committee presents proposed revisions to the *Constitution of the American Association of Endodontists*. These proposed revisions were reviewed and approved by the committee, AAE Legal Counsel, and the AAE Board of Directors. The General Assembly will vote on these proposed changes at its meeting on April 4, 2025 in Boston.

The proposed changes are summarized below.

Board Requirements and Removal

The Constitution and Bylaws Committee was requested to draft policy changes clarifying requirements for Board service to help increase transparency for individuals entering into that commitment, and providing a framework for addressing situations in which requirements are not met. These policies, summarized below, were subsequently approved by the Board:

- Clarify requirements for District Director and District Director Nominee attendance at Board meetings and related events, as well as governance meetings
- Encourage Districts to nominate candidates with experience: serving on AAE committees or ABE/Foundation Boards and attending District Caucuses. Enable Districts' verification of candidates' participation.
- Clarify consequences for not meeting requirements of position.
- Establish a due process for the case of potential removal of a Board member by the Board of Directors.

As part of this work it was recognized that currently, the AAE *Constitution* allows for Board members to be removed by a 2/3 vote of the General Assembly, or, *if deemed an emergency*, by a 3/4 vote of the Board of Directors. However, the committee and Board believe that there are instances that may not rise to the level of an emergency, such as a Board member not fulfilling their responsibilities, in which the Board should have the ability to remove the individual with a supermajority vote, rather than relying on the General Assembly to do so. The reasoning for this is that reliance on the General Assembly could require an extended period of time to pass before addressing an issue, and would require detailing the Board's concerns with a particular individual to the general membership of the organization. Therefore, an amendment to the *Constitution* is proposed which would enable the Board to remove a Director with a 3/4 vote *in the case that the Board concludes that continued service on the Board would be contrary to the best interest of the Association*. The proposed amendment retains the General Assembly's right to remove a board member with a 2/3 vote.

District Caucus Nominating Committee Eligibility

It is recommended that the *Constitution* be amended to reflect that only members in good standing of the AAE (rather than of affiliate associations) are eligible to serve on District Caucus Nominating Committees.

This better aligns with AAE's current practices in that not all Affiliate organizations collect membership dues through the AAE, or provide the AAE with a roster of members. Furthermore, in order to be a member of an AAE Affiliate organization, individuals must be members of the AAE. Therefore, it is believed that this change is a better description of the controls that are

currently in place for District Caucus Nominating Committees, Caucus participation, and Nomination requirements.

PROPOSED AMENDMENTS: CONSTITUTION OF THE AMERICAN ASSOCIATION OF ENDODONTISTS

Board Member Removal

ARTICLE V. BOARD OF DIRECTORS

Section 1. Authority.

The administration of the Association shall be vested in the Board of Directors.

Section 2. Composition.

The Board of Directors shall consist of two directors from each district, the five officers and the immediate past-president. The AAE Foundation president shall be an ex officio member with a vote. The editor and the executive director shall be ex officio members without vote.

- a. Each director elected from a district shall serve one term of office of three years. The terms of office of directors within a district shall be staggered.
- b. A director elected from a district shall not be eligible for re-election to a consecutive term but shall be eligible for election as a director after one year has elapsed since the conclusion of his/her term of office.

However, those directors elected to fill a vacancy for an unexpired term are eligible for election to a consecutive term.

Section 3. Chair.

The president shall be the chair of the Board of Directors.

Section 4. Vacancy.

In the event a director is unable to serve, resigns his/her position or is removed from office, that director's district caucus nominating committee shall submit to the secretary of the Association the name of a district member to serve the director's unexpired term. The appointment shall become effective upon approval of the Board of Directors.

Section 5. Removal.

A member of the Board of Directors may be removed from the Board of Directors ~~upon a finding that his/her continued service on the Board of Directors is contrary to the best interest of the Association. A~~ by a two-thirds affirmative vote of the General Assembly ~~is required for removal, or, if deemed an emergency, a three-fourths affirmative~~ (with the President of the Association and the member under consideration not counting as a Board member for purposes of the vote) if the General Assembly or Board concludes that continued service on the Board would be contrary to the best interest of the Association. ~~is required for removal.~~

Section 6. Re-election.

A director who has filled a vacancy for an unexpired term shall be eligible for immediate election to a consecutive term.

Section 7. Reports.

The Board of Directors shall give a report of its transactions at the annual meeting of the General Assembly.

District Caucus Nominating Committee Eligibility

ARTICLE X. ELECTIONS

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Section 4. District Caucus Nominating Committee.

Each District Caucus Nominating Committee shall nominate candidate(s) to stand for election within that district to represent that district as member(s) of the Board of Directors.

- a. There shall be two directors representing each district.
- b. A caucus of each district shall convene at the annual session of the Association charged with the responsibility of electing a District Caucus Nominating Committee when a vacancy on the Board of Directors occurs or is scheduled to occur by the expiration of a term. The senior director representing that district shall chair the caucus.

Members of the District Caucus Nominating Committee shall be elected with a view towards providing equitable representation for all constituencies in the district.

- c. Only a member in good standing of ~~an affiliate association of~~ the AAE shall be eligible to serve on a District Caucus Nominating Committee, to be nominated to be a director from that district, to vote in the district he/she is to represent, or to participate in his/her caucus.
- d. The District Caucus Nominating Committee shall notify its voting members, in writing, of that district's nominee(s) by September 1 of the calendar year preceding the annual meeting of the General Assembly at which he/she will stand for election.

Additional nominations may be made in writing to the District Caucus Nominating Committee chair. All such nominations must be accompanied by a petition that includes the printed names and signatures of 25 voting members of the district and must be received by the district chair by October 15.

- e. If no additional nominations are made and the District Caucus Nominating Committee has elected one nominee, that nominee shall become the nominee of the district for the AAE Board of Directors.

If an additional nomination supported by 25 voting members of that district is made and/or the District Caucus Nominating Committee has elected more than one nominee, a vote by the eligible members of that district shall determine the final, single nominee for the AAE Board of Directors.

The District Caucus Nominating Committee shall adopt rules for the nomination election. Those rules shall include time limits for returning ballots and a determination whether that election shall be decided by a majority or plurality vote. A copy of the rules shall be distributed to each voting member of the district at the same time ballots are distributed. CVs for each candidate must be provided to the voting members of the district. Electronic voting is permitted.

- f. The nominated director(s) from those districts required to nominate director(s) shall be elected to office by the General Assembly at the annual session of the Association. Should a vacancy be created by the failure of a nominee to be seated by the General Assembly, the retiring director from that district will continue to serve until a

replacement nominee from that District's Caucus Nominating Committee has been accepted by the General Assembly.

In the first election of directors nominated by districts, the Association's Nominating Committee shall determine the staggered terms of office in order to achieve a balance of geographical representation.

Those directors nominated for a one-year term shall be eligible to succeed themselves to serve one additional three-year term as directors from their districts if so nominated by their District Caucus Nominating Committees.

- g. The recognized affiliate associations that constitute a district shall determine and be responsible for all financial obligations incurred as a result of the nomination process within that district.